

OSTER
Researching Services

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October 31, 2008

RECORDATION NO. 27709 FILED

OCT 31 '08 -12 31 PM

SURFACE TRANSPORTATION BOARD

Anne Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Ms. Quinlan:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Security Agreement dated 10/21/08 including the following parties and railroad equipment:

Secured Party: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue So.
Minneapolis, MN 55402

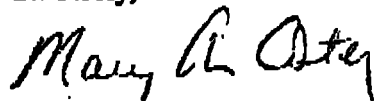
Debtor: Titan Leasing, Inc.
1 East Merchants Drive
Oswego, IL 60453

Equipment: 1, EMD SW1200 Locomotive
TANX 1214

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.

Summary: Memorandum of Security Agreement dated 10/21/08 between Wells Fargo Equipment Finance, Inc. as Secured Party and Titan Leasing, Inc. as Debtor including 1, Locomotive marked TANX 1214.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosures

FROM :
FROM :

FAX NO. :
FAX NO. :

Nov. 08 2008 03:16AM P3
Oct. 31 2008 11:15PM P3

RECORDATION NO. 27709 FILED



Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Ave So
Minneapolis, MN 55402

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-12 31 PM

Memorandum of Security Agreement

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SECURITY AGREEMENT (this "Memorandum") is made this 21st day of October, 2008, by and between Titan Leasing, Inc., a Delaware corporation ("Debtor"), and WELLS FARGO EQUIPMENT FINANCE, INC., a Minnesota Corporation ("Secured Party").

A. The Secured Party has made a Non Recourse Note dated October 21, 2008 (the "Note") executed by the Debtor in favor of the Secured Party.

B. To secure the Debtor's obligations to the Secured Party, the Debtor executed and delivered to the Secured Party an Assignment to Security Agreement dated October 21, 2008 pursuant to which the Debtor granted to the Secured Party a continuing, first priority security interest in and to, and lien on, the following:

(a) One (1) EMC SW 1200 bearing the following reporting marking: TANX 1214 (each, a "Railcar", collectively, the "Railcars") and all replacements and substitutions thereof and the Locomotive Lease Agreement dated March 19, 2008 between Titan Leasing, Inc. as Lessor and Gerdau Ameristeel US Inc. as Lessee;

(b) all improvements, additions, modifications, accessions, attachments, appurtenances and parts appertaining or attached to the Railcars, whether now owned or hereafter acquired;

(c) all logs, books and records pertaining to the use, operation and/or maintenance of the Railcars or otherwise relating to any of the collateral described herein;

(d) all rights, claims and causes of action, if any, which the Debtor may have now or in the future against any manufacturer, rebuilder or seller of the Railcars (or any component thereof) or any other Person, by contract or otherwise, in respect of any defect in the Railcars or any part thereof;

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

Wells Fargo Equipment Finance, Inc.

Titan Leasing, Inc.

By: [Signature]

By: [Signature]

Its: Sr Contract Admin

Its: President

STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 27th day of October, 2008, before me, a Notary Public of the City and State aforesaid, personally appeared Jaqueline P. Baragan, to me personally known, who being by me duly sworn, says that she is the Assistant Vice President of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Michelle E. Larson
Notary Public

My commission expires:



STATE OF Illinois
COUNTY OF Yone

On this 21st day of October, 2008, before me a Notary Public of the City and State aforesaid, personally appeared Eric Richmond, to me personally known who being by me duly sworn, says that (he/she) is a Director of Titan Leasing, Inc., that foregoing instrument is/was signed on behalf of said corporation by authority of its Board of Directors, and (he/she) acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

(Seal)

My commission expires: 2/23/2010

Michelle M. Harris
Notary Public

